



GATX CORPORATION

120 SOUTH RIVERSIDE PLAZA
CHICAGO, IL 60606
312-621-6200

No. 7-131A048

Date MAY 11 1987

Fee \$ 10.00

ICC Washington, D. C.

LAW DEPARTMENT

May 8, 1987

RECORDATION NO. 4951 Filed & Recorded

MAY 11 1987 11-25 AM

INTERSTATE COMMERCE COMMISSION

Secretary of the Interstate
Commerce Commission
Washington, D.C.

RE: General American Transportation Corporation
Equipment Trust Series 65

Gentlemen:

Enclosed herewith are five (5) signed copies of a Supplemental Agreement dated as of April 15, 1987, deleting a portion of the railroad cars covered by the above Trust Agreement, together with our check for \$10.00 to cover the filing and recordation fees.

The Trust Agreement was first recorded in the office of the Secretary of the Interstate Commerce Commission on July 15, 1968 under Recordation No. 4951.

The Trust Equipment deleted by the enclosed consists of railroad cars described in the aforementioned documents (primarily railroad cars of various AAR, DOT and ICC classifications) and the road numbers of such cars are listed in said documents.

The names and addresses of the parties referred to in said agreements are:

The Chase Manhattan Bank, N.A.
One New York Plaza
New York, NY 10081
Attention: Mr. Albert Mari, Sr.

GATX Corporation
120 South Riverside Plaza
Chicago, IL 60606
Attention: F. B. Ollett, III

If you have any questions, feel free to call me at (312) 621-6603.

Very truly yours,

Janice M. Alonso
Janice M. Alonso
Assistant Secretary

JMA/djw
3754D

Interstate Commerce Commission
Washington, D.C. 20423

5/11/87

OFFICE OF THE SECRETARY

Janice M. Alonso
GATX Corp.
120 South Riverside Plaza
Chicago, Illinois 60606

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 5/11/87 at 11:25am , and assigned recordation number(s). 4951-L

Sincerely yours,

Norita K. McGee
Secretary

Enclosure(s)

SE-30
(7/79)

GENERAL AMERICAN TRANSPORTATION CORPORATION
EQUIPMENT TRUST, SERIES 65

RECORDATION NO. 4951-8 Filed & Recorded

MAY 11 1987 11-25 AM

INTERSTATE COMMERCE COMMISSION

SUPPLEMENTAL AGREEMENT DATED AS OF APRIL 15, 1987
TO EQUIPMENT TRUST AGREEMENT DATED AS OF JULY 15, 1968

BY AND BETWEEN

THE CHASE MANHATTAN BANK, N.A., TRUSTEE

AND

GATX CORPORATION

(FORMERLY KNOWN AS GENERAL AMERICAN TRANSPORTATION CORPORATION)

Supplemental Agreement dated as of April 15, 1987 by and between The Chase Manhattan Bank, N.A., as Trustee, and GATX Corporation, a New York corporation, formerly known as General American Transportation Corporation.

Whereas, the parties hereto entered into an Equipment Trust Agreement dated as of July 15, 1968 (the "Agreement") creating General American Transportation Corporation Equipment Trust, Series 65, which Agreement was filed and recorded with the Interstate Commerce Commission pursuant to Section 11303 (formerly Section 20c) of the Interstate Commerce Act on July 15, 1968, Recordation No. 4951; and

Whereas, the parties hereto wish to amend Schedule A to the Agreement;

NOW, THEREFORE, the parties hereto agree that Schedule A to the Agreement is hereby amended by:

(a) deleting therefrom the units of Trust Equipment described in Schedule I attached hereto, and

(b) substituting therefor the units of Equipment described in Schedule II attached hereto.

IN WITNESS WHEREOF, the parties hereto have caused these presents to be signed in their respective corporate names and their respective corporate seals to be hereunto affixed, duly attested, as of April 15, 1987.

THE CHASE MANHATTAN BANK, N.A., TRUSTEE

By: *Ann L. Edmunds*

ATTEST:

Janice Tolson

GATX CORPORATION
(FORMERLY KNOWN AS GENERAL AMERICAN
TRANSPORTATION CORPORATION)

By: *Frederick B. Ollett, III*
Frederick B. Ollett, III
Treasurer

ATTEST:

Janice M. Alonso
Assistant Secretary

34105

STATE OF N.Y.)

) ss.:

COUNTY OF N.Y.)

On this 15th day of April, before me personally appeared Ann L. Edmonds, to me personally known, who, being by me duly sworn, says that he is VICE PRESIDENT of The Chase Manhattan Bank, N.A., that one of the seals affixed to the foregoing instrument is the corporate seal of said bank, that said instrument was signed and sealed on behalf of said bank by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

JERONIMO M. COLLACO
Notary Public, State of New York
No. 41-4280257
Qualified in Queens County
Certificate Filed in New York County
Commission Expires December 15, 1988

[Signature]
Notary Public

* * * * *

STATE OF ILLINOIS)

) ss.:

COUNTY OF COOK)

On this 4-15-87, before me personally appeared Frederick B. Ollett, III, to me personally known, who, being by me duly sworn, said that he is Treasurer of GATX Corporation, that one of the seals affixed to the foregoing instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Signature]
Notary Public

3410D

SCHEDULE 1
GENERAL AMERICAN TRANSPORTATION CORPORATION
EQUIPMENT TRUST - SERIES 65
CARS TO BE REMOVED

<u>QUANTITY</u>	<u>CLASSIFICATION</u>	<u>CAPACITY IN GALLONS</u>	<u>INITIALED AND CAR NUMBERS</u>	<u>YEAR REMOVED</u>	<u>COST EACH</u>	<u>VALUE EACH</u>	<u>TOTAL VALUE</u>	<u>YEAR INTO SERVICE</u>	<u>YEAR ACQUIRED</u>
1 Tank Car	ICC 111A100-W-1	10,000	GATX 98481.	7-1986	\$11,268.00	\$16,590.00	\$ 16,590.00	6-1967	6-1967
1 Tank Car	ICC 111A100-W-1	20,000	GATX 72687.	7-1986	14,748.00	21,713.00	21,713.00	7-1967	7-1967
1 Tank Car	ICC 111A60-W-1	10,000	GATX 94966.	7-1986	18,212.00	28,684.00	28,684.00	10-1967	10-1967
1 Tank Car	DOT 111A60AL-W-1	10,000	GATX 84802.	7-1986	16,252.00	17,451.00	17,451.00	2-1962	2-1962
2 Tank Cars	ICC 111A100-W-1	12,500	GATX 92002, 92033.	7-1986	18,038.00	27,473.00	54,946.00	5-1968	5-1968
1 Tank Car	AAR 211A100-W-1	20,000	GATX 59846.	8-1986	13,611.00	21,437.00	21,437.00	10-1967	10-1967
1 Tank Car	ICC 111A60-W-1	10,000	GATX 91644.	8-1986	9,699.00	14,771.00	14,771.00	4-1968	4-1968
1 Tank Car	DOT 111A60AL-W-1	10,200	GATX 84572.	8-1986	15,495.00	11,914.00	11,914.00	12-1958	12-1958
1 Tank Car	DOT 105A500-W	10,800	GATX 83027.	9-1986	13,645.00	10,341.00	10,341.00	3-1959	3-1959
1 Tank Car	DOT 103-W	8,000	GATX 6849.	9-1986	10,748.00	9,340.00	9,340.00	1-1960	1-1960
1 Tank Car	DOT 103-W	8,000	GATX 6852.	9-1986	10,748.00	9,340.00	9,340.00	2-1960	2-1960
1 Tank Car	ICC 111A60-W-1	24,800	GATX 98065.	9-1986	19,995.00	31,492.00	31,492.00	10-1967	10-1967
1 Tank Car	ICC 111A100-W-1	22,000	GATX 98075.	9-1986	15,056.00	22,167.00	22,167.00	3-1967	3-1967
1 Tank Car	ICC 111A100-W-1	10,000	GATX 98464.	9-1986	11,268.00	16,590.00	16,590.00	6-1967	6-1967
3 Tank Cars	ICC 103-W	12,500	GATX 10260, 10261, 10264.	9-1986	21,341.00	32,503.00	97,509.00	3-1968	3-1968
1 Tank Car	ICC 111A100-W-1	20,000	GATX 15909.	9-1986	13,734.00	20,917.00	20,917.00	3-1968	3-1968

SCHEDULE 1
GENERAL AMERICAN TRANSPORTATION CORPORATION
EQUIPMENT TRUST - SERIES 65
CARS TO BE REMOVED

QUANTITY	CLASSIFICATION	CAPACITY IN GALLONS	INITIALED AND CAR NUMBERS	YEAR REMOVED	COST EACH	VALUE EACH	TOTAL VALUE	YEAR INTO SERVICE	YEAR ACQUIRED
1 Tank Car	ICC 111A100-W-1	20,000	GATX 71046.	3-1986	\$22,167.00	\$34,914.00	\$ 34,914.00	9-1967	9-1967
1 Tank Car	ICC 112A340-W	33,500	GATX 91243.	3-1986	19,010.00	29,941.00	29,941.00	11-1967	11-1967
1 Tank Car	ICC 111A100-W-1	20,000	GATX 98623.	3-1986	14,436.00	22,737.00	22,737.00	4-1967	4-1967
1 Tank Car	ICC 111A60-W-1	20,000	GATX 99432.	3-1986	18,583.00	29,268.00	29,268.00	8-1967	8-1967
2 Tank Cars	DOT 111A60AL-W-1	10,000	GATX 84553, 84554.	3-1986	15,495.00	11,914.00	23,828.00	12-1958	12-1958
1 Tank Car	DOT 103-W	8,000	GATX 85180.	4-1986	8,661.00	8,552.00	8,552.00	7-1960	7-1960
1 Tank Car	DOT 103-W	8,000	GATX 86119.	4-1986	10,726.00	10,592.00	10,592.00	11-1960	11-1960
1 Tank Car	ICC 111A100-W-1	10,000	GATX 98492.	4-1986	11,268.00	17,747.00	17,747.00	6-1967	6-1967
1 Tank Car	ICC 111A100-W-1	18,000	GATX 28118.	4-1986	13,901.00	21,171.00	21,171.00	3-1968	3-1968
1 Tank Car	ICC 111A100-W-1	20,000	GATX 11015.	4-1986	14,843.00	22,606.00	22,606.00	2-1968	2-1968
1 Tank Car	ICC 111A100-W-1	20,000	GATX 10916.	4-1986	14,286.00	23,177.00	23,177.00	5-1968	5-1968
1 Tank Car	ICC 111A100-W-1	20,000	GATX 55159.	5-1986	14,390.00	22,664.00	22,664.00	12-1967	12-1967
1 Tank Car	DOT 111A60-W-1	10,000	GATX 72310.	5-1986	10,857.00	9,434.00	9,434.00	5-1960	5-1960
1 Tank Car	ICC 111A100-W-1	12,500	GATX 92021.	5-1986	18,038.00	27,473.00	27,473.00	5-1968	5-1968
1 Tank Car	ICC 111A60-W-1	10,000	GATX 91658.	6-1986	10,457.00	15,926.00	15,926.00	4-1968	4-1968

SCHEDULE 1
GENERAL AMERICAN TRANSPORTATION CORPORATION
EQUIPMENT TRUST - SERIES 65
CARS TO BE REMOVED

QUANTITY	CLASSIFICATION	CAPACITY IN GALLONS	INITIALED AND CAR NUMBERS	YEAR REMOVED	COST EACH	VALUE EACH	TOTAL VALUE	YEAR INTO SERVICE	YEAR ACQUIRED
1 Tank Car	ICC 111A100-W-1	20,000	GATX 86606.	10-1986	\$13,668.00	\$11,994.00	\$ 11,994.00	12-1959	12-1959
1 Tank Car	ICC 111A60-W-1	15,800	GATX 10090.	10-1986	18,595.00	28,321.00	28,321.00	5-1968	5-1968
1 Tank Car	DOT 103-W	8,000	GATX 6853.	11-1986	10,748.00	9,340.00	9,340.00	2-1960	2-1960
1 Tank Car	DOT 103-W	8,000	GATX 73339.	11-1986	16,328.00	14,189.00	14,189.00	11-1960	11-1960
1 Tank Car	DOT 103-W	10,000	GATX 80721.	11-1986	8,876.00	7,713.00	7,713.00	8-1960	8-1960
1 Tank Car	ICC 105A500-W	16,500	GATX 91502.	11-1986	19,419.00	28,591.00	28,591.00	11-1967	11-1967
1 Tank Car	ICC 111A100-W-1	10,000	GATX 98457.	11-1986	11,268.00	16,590.00	16,590.00	6-1967	6-1967
1 Tank Car	ICC 112A340-W	33,500	GATX 91401.	11-1986	18,545.00	27,304.00	27,304.00	10-1967	10-1967
1 Tank Car	ICC 103-W	12,500	GATX 10262.	11-1986	21,341.00	32,503.00	32,503.00	3-1968	3-1968
2 Tank Cars	ICC 105A300-W	9,600	GATX 52117, 52119.	11-1986	17,506.00	25,774.00	51,548.00	7-1967	7-1967
1 Tank Car	DOT 103-W	8,000	GATX 5715.	12-1986	11,227.00	9,756.00	9,756.00	5-1960	5-1960
3 Tank Cars	DOT 103-W	8,000	GATX 86103, 86107, 86108.	12-1986	10,726.00	9,320.00	27,960.00	10-1960	10-1960
7 Tank Cars	DOT 103-W	8,000	GATX 86110, 86111, 86121, 86131, 86136, 86138, 86145.	12-1986	10,726.00	9,320.00	65,240.00	11-1960	11-1960
1 Tank Car	DOT 111A60AL-W-1	10,000	GATX 84555.	12-1986	15,495.00	10,033.00	10,033.00	12-1958	12-1958

SCHEDULE 1
GENERAL AMERICAN TRANSPORTATION CORPORATION
EQUIPMENT TRUST - SERIES 65
CARS TO BE REMOVED

QUANTITY	CLASSIFICATION	CAPACITY IN GALLONS	INITIALED AND CAR NUMBERS	YEAR REMOVED	COST EACH	VALUE EACH	TOTAL VALUE	YEAR INTO SERVICE	YEAR ACQUIRED
1 Tank Car	DOT 103-W	8,000	GATX 73337.	1-1987	\$16,378.00	\$14,311.00	\$ 14,311.00	11-1960	11-1960
3 Tank Cars	DOT 103-W	8,000	GATX 86124, 86125, 86126.	1-1987	10,726.00	9,372.00	28,116.00	11-1960	11-1960
1 Tank Car	DOT 111A60AL-W-1	10,000	GATX 84560.	1-1987	15,495.00	10,068.00	10,068.00	12-1958	12-1958
1 Tank Car	DOT 103-W	8,000	GATX 7781.	2-1987	8,545.00	7,467.00	7,467.00	9-1960	9-1960
1 Tank Car	DOT 103-W	8,000	GATX 81918.	2-1987	14,166.00	12,378.00	12,378.00	5-1960	5-1960
2 Tank Cars	DOT 103-W	8,000	GATX 85168, 85178.	2-1987	8,661.00	7,568.00	15,136.00	7-1960	7-1960
1 Tank Car	DOT 103-W	8,000	GATX 85196.	2-1987	8,661.00	7,568.00	7,568.00	8-1960	8-1960
1 Tank Car	DOT 103-W	8,000	GATX 86128.	2-1987	10,726.00	9,372.00	9,372.00	11-1960	11-1960
1 Tank Car	DOT 105A300-W	10,800	GATX 77696.	2-1987	13,874.00	9,014.00	9,014.00	4-1958	4-1958
1 Tank Car	DOT 111A100-W-1	20,000	GATX 98193.	2-1987	13,663.00	20,374.00	20,374.00	5-1967	5-1967
1 Airslide Car	LO	2,600 Cu.Ft.	GACX 43383.	4-1986	9,841.00	12,191.00	12,191.00	5-1958	5-1958
1 Airslide Car	LO	2,600 Cu.Ft.	GACX 44770.	7-1986	9,895.00	13,972.00	13,972.00	12-1960	12-1960
1 Airslide Car	LO	2,600 Cu.Ft.	GACX 44771.	11-1986	9,895.00	13,972.00	13,972.00	12-1960	12-1960
1 Airslide Car	LO	2,600 Cu.Ft.	GACX 43411.	2-1987	9,841.00	11,205.00	11,205.00	4-1958	4-1958
1 Airslide Car	LO	4,180 Cu.Ft.	GACX 46337.	7-1986	16,975.00	31,234.00	31,234.00	12-1967	12-1967
1 Airslide Car	LO	4,180 Cu.Ft.	GACX 46300.	11-1986	16,975.00	29,741.00	29,741.00	9-1967	9-1967
1 Airslide Car	LO	4,180 Cu.Ft.	GACX 46291.	12-1986	16,975.00	29,741.00	29,741.00	9-1967	9-1967

SCHEDULE I
GENERAL AMERICAN TRANSPORTATION CORPORATION
EQUIPMENT TRUST - SERIES 65
CARS TO BE REMOVED

<u>QUANTITY</u>	<u>CLASSIFICATION</u>	<u>CAPACITY IN GALLONS</u>	<u>INITIALED AND CAR NUMBERS</u>	<u>YEAR REMOVED</u>	<u>COST EACH</u>	<u>VALUE EACH</u>	<u>TOTAL VALUE</u>	<u>YEAR INTO SERVICE</u>	<u>YEAR ACQUIRED</u>
1	Damage Free Car	RBL	4,535 Cu.Ft.	GBW 22032.	3-1986	\$18,032.00	\$33,180.00	\$	33,180.00
2	Damage Free Cars	RBL	4,535 Cu.Ft.	ASHX 4128, 4140.	5-1986	18,813.00	34,617.00		69,234.00
2	Damage Free Cars	RBL	4,535 Cu.Ft.	GARX 55500, 55507.	1-1987	19,523.00	34,645.00		69,290.00
1	Damage Free Car	RBL	4,535 Cu.Ft.	ASHX 4139.	2-1987	18,813.00	33,396.00		33,396.00
1	Damage Free Car	RBL	4,535 Cu.Ft.	GBW 22033.	2-1987	18,032.00	31,999.00		31,999.00
							<u>\$1,579,273.00</u>		
85							<u>\$1,579,273.00</u>		

SCHEDULE 11
GENERAL AMERICAN TRANSPORTATION CORPORATION
EQUIPMENT TRUST - SERIES 65
CARS TO BE SUBSTITUTED

QUANTITY	CLASSIFICATION	CAPACITY	INITIALED AND CAR NUMBERS	COST EACH	VALUE EACH	TOTAL VALUE	YEAR INTO SERVICE	YEAR ACQUIRED
7 Tank Cars	DOT 112J340-W	32,800	GATX 83930-83932, 83934, 83935, 83941, 83947.	\$19,595.00	\$23,289.00	\$ 163,023.00	7-1963	7-1963
39 Tank Cars	DOT 112J340-W	32,800	GATX 83933, 83936-83939, 83942-83946, 83948- 83967, 83969-83972, 83974-83976, 83981, 83982.	19,595.00	23,289.00	908,271.00	8-1963	8-1963
18 Tank Cars	DOT 112J340-W	32,800	GATX 83973, 83977-83979, 83983-83989, 83991- 83995, 83997, 83998.	19,595.00	23,289.00	419,202.00	9-1963	9-1963
4 Tank Cars	DOT 112J400-W	30,300	GATX 83734-83737.	20,519.00	22,205.00	88,820.00	6-1962	6-1962
68						\$1,579,316.00		